

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ERNIE HINES D/B/A COLORFUL MUSIC)
Plaintiff) Action No.
v.) 20-CV-3535 (JPO)
BMG RIGHTS MANAGEMENT (US) LLC,) THIRD
W CHAPPELL MUSIC CORP.,) AMENDED
SHAWN CARTER p/k/a JAY-Z,) COMPLAINT
TIMOTHY MOSLEY p/k/a TIMBALAND, and)
ELGIN BAYLOR LUMPKIN p/k/a GINUWINE) Leave To File Granted
Defendants)

JURISDICTION

1. Jurisdiction is based on diversity of citizenship and federal question. The amount in controversy exceeds Two Million Dollars (\$2,000,000.00).

PARTIES

2. Ernie Hines d/b/a Colorful Music (“Hines” or “Plaintiff”) has an address of 227 Elgin Ave. Apt 2A Forest Park, IL 60130.

3. BMG Rights Management (US) LLC 1745 Broadway, 19th Floor, New York, NY 10019 and One Park Ave., 18th Floor, New York, New York, 10019. (“BMG”). The registered agent for BMG is Keith Haprich One Park Ave., 18th Floor, New York, New York, 10019.

4. W Chappell Music Corp. (“WC”) is a Delaware entity with an address of 777 South Santa Fe Ave, Los Angeles, CA 90021 and 1633 Broadway, New York, NY, 10019. CT Corporation System is the registered agent for WC with an address of 28 Liberty Street, New York, NY 10005. WC does business in the State of New York.

5. Shawn Carter p/k/a (“Carter” or “Jay-Z”) is an American mogul and rapper, resides at 195 Hudson Street, New York, NY 10013 and has a business address of Roc Nation LLC, 540 West 26th Street, New York, NY 10001.

6. Timothy Mosley p/k/a (“Mosley” or “Timbaland”) is an American music producer. He is the owner of Timbaland Productions Inc., a Virginia entity, ID No. 05264957, with a business address of L.L. Business Management Inc., 3000 Marcus Ave. Suite 1W5, Lake Success, NY 11042 on file with the Virginia Secretary of State’s Office. Mosley also has an address of 5400 Hammock Drive, Coral Gables, FL 33156, also known as 5400 SW 92nd Street, Coral Gables, FL, 33156.

7. Elgin Baylor Lumpkin p/k/a (“Lumpkin” or “Ginuwine”) is an American singer-songwriter and actor. Lumpkin has an address of 12408 Plantation Drive, Brandywine, FL 20613.

FACTS

8. Hines is the co-author and composer of the song “Help Me Put Out The Flame (In My Heart)” (“Help Me”) which Hines registered with the United States Copyright Office. It was originally registered in 1969 and given a registration of EU154302. It has a renewal registration of RE0000754150 and a renewal and addendum registration of RE0000932464. The song was released on Stax Records over forty (40) years ago. “Help Me” was also released in 1993 on The Complete Stax Volt Soul Singles. See <https://www.allmusic.com/album/the-complete-stax-volt-soul-singles-vol-2-1968-1971-mw0000622330>. The 1993 version of “Help Me” has a United States Copyright Registration of PA 2-184-476.

Help Me

9. The musical composition for “Help Me” and the copyrights relating to “Help Me”, contain a guitar riff and musical crescendo at the beginning of the song/composition. The guitar riff and musical crescendo are original and contains protectable elements which have been copyrighted by Hines.

10. The musical composition “Help Me” which contains a protectable guitar riff and musical crescendo, was used in the musical composition for “Paper Chase”. The songs “Help Me” and “Paper Chase” are substantially similar. The authors and copyright claimants of “Paper Chase” used the protectable guitar riff and musical crescendo in the musical composition of “Help Me” to create the musical composition of “Paper Chase”. The use of “Help Me” in the composition “Paper Chase” infringes on Plaintiff’s rights. An EMI affiliated (“EMI”) entity is the copyright claimant for Paper Chase which has a copyright registration number of PA0001320423. Mosley and Carter are the alleged authors of “Paper Chase”. The rights previously owned by EMI are now with BMG.

11. Upon information and belief, Mosley, one of the authors of “Paper Chase”, used the musical composition of “Help Me” again, and placed the protectable guitar riff and musical crescendo into the musical composition for “Toe 2 Toe” which Mosley contends he co-authored. The songs “Toe 2 Toe” and “Help Me” are substantially similar. The authors and copyright claimants of “Toe 2 Toe” used the protectable guitar riff and musical crescendo in the musical composition of “Help Me” to create the musical composition of “Toe 2 Toe”. The use of “Help Me” in the composition “Toe 2 Toe” infringes on Plaintiff’s rights. BMG claims interest in the copyright for “Toe 2 Toe” through its relationship with Virginia Beach Music and its related entities. Mosley and Lumpkin are the alleged authors of “Toe 2 Toe”. “Toe 2 Toe” has a copyright registration number of PA0000987622.

12. Defendants have copyrighted, used or benefited from the protectable elements of “Help Me” in violation of Plaintiff’s rights under the Copyright Act and have placed the guitar riff and musical crescendo from “Help Me” into the compositions of “Paper Chase” and “Toe 2 Toe”.

Vol. 2... Hard Knock Life - 1998- Jay-Z

13. **Vol. 2... Hard Knock Life** (“HKL”) is the third studio album by American rapper Jay-Z. It was released on September 29, 1998 on Roc-A-Fella Records. It went on to become a commercially successful album, selling over 5 million (5,000,000) copies in the United States. See Exhibit A.

14. The album HKL contains the song “Paper Chase” which is performed by Jay-Z featuring the legendary female rapper Inga Marchand p/k/a “Foxy Brown” and it is produced by Mosley. The credits on the song identify the composers/writers of the song as Jay-Z and Mosley. BMG and WC also claim an interest in the exploitation of the copyright for “Paper Chase”.

15. BMG, WC, Jay-Z and Mosley knew or should have known that the song “Paper Chase” contained the guitar riff and musical crescendo from the composition of “Help Me” as performed by Hines. Due to the use of the protectable guitar riff and musical crescendo, “Help Me” and “Paper Chase” are substantially similar.

16. Jay-Z and Mosley contend they are the authors of the song “Paper Chase”. BMG, WC, Jay-Z and Mosley claim ownership of the copyright or an interest in the copyright to “Paper Chase” registration number PA0001320423, which infringes on the copyright of “Help Me”. An EMI affiliated (“EMI”) entity previously held the rights now owned by BMG.

17. BMG, WC, Jay-Z and Mosley, while working in conjunction with each other, have obtained millions of dollars associated with “Paper Chase” from the exploitation, sale, downloads, licensing, radio airplay, synchronization and digital streaming of the song in violation of Plaintiff’s rights. Hines is a senior citizen, does not listen to rap music and was unaware that “Paper Chase” contained his music and composition until 2018.

18. The credits for “Paper Chase” on Tidal, an entity owned by Jay-Z, clearly identify the unauthorized use of the composition of “Help Me” and credit Hines for “Help Me”. See Exhibit B.

19. Upon information and belief, “Paper Chase” has been played millions of times on traditional, satellite and digital radio and appears on multiple compilation albums including the 2003 release, “Bring It On - The Best of Jay-Z”. <https://www.discogs.com/Jay-Z-Bring-It-On-The-Best-Of/release/1031110> and the 2011 release “The Best Of Jay-Z” <https://www.discogs.com/Jay-Z-The-Best-Of/release/6244319>, released by Sony Music Entertainment. The continuous actions of BMG, WC, Jay-Z and Mosley infringe on the rights of the Plaintiff. WC, BMG, Jay-Z and Mosley received millions of dollars in the exploitation of the composition without providing any benefit to Hines.

100%Ginuwine - 1999-Ginuwine

20. Upon information and belief, the same protectable elements of the musical composition of “Help Me” were included by BMG, Mosley and Lumpkin in the song “Toe 2 Toe” which was released on Lumpkin’s album “100% Ginuwine” in March 1999 by Sony Music Entertainment with registration number PA0000987622. “100% Ginuwine” has sold over 2 million (2,000,000) copies to date. Exhibit C.

21. Mosley and Lumpkin are each identified as composers of the song “Toe 2 Toe” which was released by Sony Music Entertainment in 1999. “Toe 2 Toe” contains the protectable guitar riff and musical crescendo of “Help Me”. “Help Me” and “Toe 2 Toe” are substantially similar due to the use of the guitar riff and musical crescendo. Mosley, Lumpkin and BMG provided the song “Toe 2 Toe” (which infringes on the protectable guitar riff and musical crescendo in “Help Me”) to Sony Music Entertainment and other third parties. EMI previously owned the rights that are now owned by BMG.

22. Neither Mosley, Lumpkin nor BMG ever attempted to contact Hines to get his clearance or permission to license the use of the protectable guitar riff and musical crescendo from the composition “Help Me” on Lumpkin’s album in the song “Toe 2 Toe”. BMG, Mosley and Lumpkin claim an interest in the copyright for “Toe 2 Toe”.

23. BMG, Mosley and Lumpkin, while working together, have unlawfully infringed on Hines’ copyright and have converted Hines’ copyright(s) for their own use. The infringement by BMG, Mosley and Lumpkin is/was knowing, willful and continuous. BMG, Mosley and Lumpkin never obtained Plaintiff’s consent, nor did they ever seek Plaintiff’s consent for over twenty (20) years. Plaintiff learned of the use of his song “Help Me” in “Toe 2 Toe” in 2018.

24. Attached as Exhibit D is a report further detailing the protected elements of the musical composition “Help Me” which is substantially similar to “Paper Chase” and “Toe 2 Toe”. The guitar riff and musical crescendo of “Help Me” appear throughout the “Paper Chase” and “Toe 2 Toe” infringing compositions. The report is incorporated into this complaint by reference. The report contains figures/notes/cord copying and the methodology indicating the infringement of Hines’ composition by the defendants. The composition for “Help Me” is protected by four United States registered copyright filings (1) EU154302, (2) a renewal registration of RE00007541, (3) a renewal and addendum registration of RE0000932464, and (4) PA 2-184-476 which have all been infringed.

COUNT I
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST BMG RIGHTS MANAGEMENT (US) LLC
FOR THE COMPOSITION TOE 2 TOE

25. Hines repeats and realleges each of the preceding paragraphs 1-24 above.

26. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

27. BMG with the assistance of Mosley, has unlawfully used the protectable elements of the musical composition of “Help Me” and has never sought Hines' approval to use the musical composition. BMG claims an interest in the “Toe 2 Toe” copyright through its business relationship with Mosley and/or Virginia Beach Music, Inc, and Lumpkin.

28. BMG has infringed on Plaintiff’s rights under the United States Copyright Act. “Help Me” is substantially similar to “Toe 2 Toe”.

29. BMG, with the assistance of Mosley and Lumpkin, marketed, licensed and/or benefitted from the exploitation of the song “Toe 2 Toe” in violation of Hines' rights. “Toe 2 Toe” infringes on the musical composition of “Help Me” as the compositions are substantially similar.

30. Upon information and belief, BMG licensed or benefitted from the licensing of “Toe 2 Toe” to Sony Music Entertainment and others, the radio airplay of “Toe 2 Toe” and the exploitation of the composition. “Help Me” and “Toe 2 Toe” are substantially similar and BMG committed copyright infringement, violating Hines’ rights.

31. Upon information and belief, BMG has received money for the infringing composition and has paid or caused other corporate entities to pay monies associated with the composition “Toe 2 Toe” to other persons and entities including Mosley and Lumpkin.

32. BMG, with the assistance of Mosley and Lumpkin, has violated Hines’ rights to control, sell, market, and distribute derivate works of “Help Me”. “Toe 2 Toe” infringes on the composition of “Help Me” in violation of Hines' rights.

33. Hines seeks (1) to enjoin the activity of BMG; (2) an award of actual or statutory damages per sale; (3) attorney’s fees relating to BMG’s actions; and (4) an injunction prohibiting the sale of the infringing composition.

COUNT II
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST WARNER CHAPPELL MUSIC INC. FOR THE COMPOSITON
PAPER CHASE

34. Hines repeats and realleges each of the preceding paragraphs 1-24 above.

35. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

36. WC received an interest in “Paper Chase” through its relationship with Lil Lu Lu Publishing and/or Virginia Beach Music, Inc. and/or Mosley.

37. WC, Jay-Z and Mosley have unlawfully used the protectable elements of the musical composition of “Help Me” and never sought Hines' approval or permission to use the musical composition.

38. WC with the assistance of Jay-Z and Mosley, has infringed on Hines' rights under the United States Copyright Act. “Help Me” is substantially similar to “Paper Chase”.

39. WC with assistance from Jay-Z and Mosley marketed, licensed and/or benefited from the exploitation of the song “Paper Chase” in violation of Hines' rights. “Paper Chase” infringes on the musical composition of “Help Me” in violation of Hines' rights.

40. Upon information and belief, WC, Jay-Z and Mosley have licensed or benefitted from the licensing of “Paper Chase” to third parties and the radio play, streaming and synchronization of “Paper Chase” and collected funds in violation of Hines' rights.

41. Upon information and belief, WC has received money for the infringing composition and has paid or caused other corporate entities to pay Jay-Z and/or Mosely monies associated with the composition “Paper Chase”.

42. WC, with the assistance of Jay-Z and Mosley, has violated Hines' rights to control, sell, market, and distribute “Help Me” and derivate works of “Help Me” and it has committed copyright infringement.

43. Hines seeks (1) to enjoin the activity of WC (2) an award of actual or statutory damages per sale (3) attorney's fees relating to Defendant's actions and (4) an injunction prohibiting the sale of the infringing composition.

COUNT III
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST SHAWN CARTER P/K/A JAY-Z
FOR THE COMPOSITION PAPER CHASE

44. Hines repeats and realleges each of the preceding paragraphs 1-24, and 34-43 above.

45. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

46. Jay-Z is a composer of the song “Paper Chase”. Jay-Z unlawfully used the protectable elements of the musical composition of “Help Me” in the song “Paper Chase” and never sought Hines’ approval or permission to use the musical composition. “Help Me” is substantially similar to “Paper Chase”. “Paper Chase” infringes on the musical composition of “Help Me” in violation of Hines’ rights.

47. Jay-Z, with assistance from WC and Mosley, marketed, licensed and/or benefitted from the exploitation of the song “Paper Chase” in violation of Hines’ rights. “Paper Chase” infringes on the musical composition of “Help Me” in violation of Hines’ rights.

48. Defendant Jay-Z claims an ownership interest in the composition for “Paper Chase” which contains the protectable elements of the composition “Help Me”. Jay-Z, while working in conjunction with Mosley and WC, provided the infringing song to record label and other third parties such as Universal Music Group, Sony Entertainment and others.

49. Jay Z has collected music publishing royalties from various entities in violation of Hines’ rights.

50. Jay-Z has harmed Hines’ in his business and he has failed to compensate Hines in anyway whatsoever for his unauthorized use of “Help Me”.

COUNT IV
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST TIMOTHY MOSLEY P/K/A TIMBALAND
FOR THE COMPOSITION PAPER CHASE

51. Hines repeats and realleges each of the preceding paragraphs 1-23, and 34-50 above.

52. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

53. Mosley is a composer of the song “Paper Chase”. Jay-Z unlawfully used the protectable elements of the musical composition of “Help Me” in the song “Paper Chase” and never sought Hines’ permission or approval to use the musical composition. “Help Me” is substantially similar to “Paper Chase”. “Paper Chase” infringes on the musical composition of “Help Me” in violation of Hines’ rights.

54. Mosley with assistance from WC and Jay-Z marketed, licensed and/or benefited from the exploitation of the song “Paper Chase” in violation of the Hines’ rights.

55. Mosley claims ownership of the composition for “Paper Chase” which contains the protectable elements of the composition “Help Me”. Mosley, while working in conjunction with Jay-Z and WC, provided the infringing song to record label and other third parties.

56. Mosley has collected music publishing royalties from various entities in violation of Hines’ rights.

57. Mosley has harmed Hines in his business and he has failed to compensate Hines in anyway whatsoever for his unauthorized use of “Help Me”.

COUNT V
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST TIMOTHY MOSLEY P/K/A TIMBALAND FOR
THE COMPOSITION TOE 2 TOE

58. Hines repeats and realleges each of the preceding paragraphs 1-24 above.

59. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

60. Mosley is a composer of the song “Toe 2 Toe”. Mosley unlawfully used the protectable elements of the musical composition of “Help Me” in the song “Toe 2 Toe” and never sought Hines’ permission or approval to use the musical composition.

61. Mosley, with the assistance of BMG and Lumpkin, marketed, licensed and/or benefitted from the exploitation of the song “Toe 2 Toe” in violation of Hines’ rights. “Toe 2 Toe” infringes on the musical composition of “Help Me” as the compositions are substantially similar.

62. Upon information and belief, Mosley with the assistance of EMI, licensed or benefitted from the licensing of “Toe 2 Toe” to Sony Music Entertainment and others, the radio airplay of “Toe 2 Toe”, and the exploitation of the composition.

63. Mosley has collected music publishing royalties from various entities in violation of Hines’ rights.

64. Mosley has harmed Plaintiff in his business and he has failed to compensate Hines in anyway whatsoever for his unauthorized use of “Help Me”.

COUNT VI
COPYRIGHT INFRINGEMENT
17 U.S.C. § 501, 502, 504 and 505
AGAINST ELGIN BAYLOR LUMPKIN P/K/A GINUWINE FOR

THE COMPOSITION TOE 2 TOE

65. Hines repeats and realleges each of the preceding paragraphs 1-24 and 58-64 above.

66. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

67. Lumpkin is a composer of the song “Toe 2 Toe”. Lumpkin unlawfully used the protectable elements of the musical composition of “Help Me” in the song “Toe 2 Toe” and never sought Hines’ permission or approval to use the musical composition.

68. Lumpkin, with the assistance of BMG and Mosley, marketed, licensed and/or benefitted from the exploitation of the song “Toe 2 Toe” in violation of Hines’ rights. “Toe 2 Toe” infringes on the musical composition of “Help Me” as the compositions are substantially similar.

69. Upon information and belief, Lumpkin with the assistance of EMI, licensed or benefitted from the licensing of “Toe 2 Toe” to Sony Music Entertainment and others, the radio airplay of “Toe 2 Toe”, and the exploitation of the composition.

70. Lumpkin has collected music publishing royalties from various entities in violation of Hines’ rights.

71. Lumpkin has harmed Plaintiff in his business and he has failed to compensate Hines in anyway whatsoever for his unauthorized use of “Help Me”.

**COUNT VII
UNJUST ENRICHMENT
AGAINST ALL DEFENDANTS**

72. Hines repeats and realleges each of the preceding paragraphs 1-24 and 25-71 above.

73. Hines is the co-author of “Help Me” which is registered in the United States Copyright Office.

74. Hines conferred a benefit on each of the Defendants through their use of “Help Me” in the song “Paper Chase” and/or in the song “Toe 2 Toe”.

75. Each of the Defendants was aware of the benefit conferred on them by Hines through their use of “Help Me” as they unlawfully used the protectable elements of the musical composition of “Help Me” in the songs “Toe 2 Toe” and “Paper Chase”.

76. Upon information and belief, each of the Defendants has licensed or otherwise benefitted from the licensing of “Toe 2 Toe” and “Paper Chase” and each have collected hundreds of thousands, if not millions of dollars based upon their use of “Help Me”.

77. The facts are such that it would be unjust and inequitable to allow the Defendants to retain the benefits that they received from Hines without providing him with any compensation.

WHEREFORE, Plaintiff, Ernie Hines d/b/a Colorful Music demands a jury trial and the following:

1. Judgment on all counts and amount to be determined at trial;
2. Interest, including pre-judgment and post-judgment;
3. Attorneys' Fees;
4. Costs;
5. A permanent injunction, and,
6. Any other relief this Court deems just and equitable.

ERNIE HINES D/B/A COLORFUL MUSIC
By His Attorneys,

s/Andrew Williams
THE WILLIAMS LAW GROUP
Andrew Williams
Attorney for Plaintiff
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FL Bar No. 0111817
Email: Andrew@TheWilliamsLG.com
Secondary Email:
WilliamsLawFlorida@gmail.com

September 22, 2021

EXHIBIT A

HOME TITLE SUMMARY CHARTS MARKETING PICKUP SETS ARCHIVES ACCOUNT HELP

Title Report: National Sales

ADD TO SET

New Set

LOAD TO EXCEL

Title: VOL. 2-HARD KNOCK LIFE

Artist: JAY Z

Format: Album

Label: R0CN

Release Date: 09/22/98

Catalog: CAT:58357

2019 YTD: 1,421

2019 YTD Digital: 576

Tracks	TW	749
	RTD	2,365,593
	YTD	10,927

Weeks	Period	Rank
Top 200	TW	
	LW	
	2W	

Release To Date Sales

	Units	% TOT
Total:	5,445,437	
LP:	25,372	0
Cassette:	843,406	15
CD:	4,480,227	82
DVD:	0	0
Digital:	96,433	2

BUSINESS

Album(000) This Week

Total:	2
Chain:	
Independent:	
Mass Merch:	
Non Traditional:	
Digital:	

Week Ending: 04/11/2019

Strata: All

Config: All

Weeks: 4

Display: % CHG

Strata: All Config: All	WK End 04/11/19	% CHG	RK	WK End 04/04/19	% CHG	RK	WK End 03/28/19	% CHG	RK	WK End 03/21/19	% CHG	RK
Total	93	7		87	-32		128	-4		133	-16	
Store Strata												
Chain	10	-23		13	-58		31	-14		36	3	
Independent	37	54		24	-40		40	25		32	-49	
Mass Merch	0			0			0			0		
Digital	38	-10		42	-2		43	-20		54	12	
Non Traditional	8	0		8	-43		14	27		11	-15	
Internet/Mail Order/Venue	8	0		8	-43		14	27		11	-15	
Non Traditional Retail Outlets	0			0			0			0		
Geographic Region												
Northeast	4	100		2	-90		21	200		7	-12	
Middle Atlantic	9	-53		19	-30		27	35		20	-49	
East North Central	9	12		8	-58		19	6		18	-25	
West North Central	2	0		2	-33		3	50		2	100	
South Atlantic	52	100		26	-13		30	-30		43	-34	
South Central	7	0		7	40		5	-72		18	80	
Mountain	5	150		2	-67		6	100		3	200	
Pacific	5	-76		21	24		17	-23		22	100	
Geographic Place												
City	31	-31		45	12		40	-7		43	-27	
Suburb	19	-10		21	-66		62	32		47	24	
Rural	43	105		21	-19		26	-40		43	-31	

EXHIBIT B

TIDAL

< > SAMPLING: VOL. 2... HARD KNOCK LIFE

L H
TIDAL HiFi

What's New



TIDAL Rising



Playlists



Genres



Music Videos



Movies & Shows



My Music



Create New Playlist



Sampling: Vol. 2... Hard Kn

Created by: TIDAL

Tracks: 19

Time: 1:20:04

'Vol. 2... Hard Knock Life' is without question one of the most important albums in JAY-Z's discography. It's filled with hit records that still resonate with fans today and also defines a pivotal moment in his career when he first became a multi-platinum rap superstar. Celebrate the 19th birthday of Hov's classic (September 29) with these album highlights paired with the songs they sampled, including the historic use of the 'Annie' movie's "It's A Hard-Knock Life" theme song for the title track.



Play



Favorite



Share



TITLE

ARTIST

ALBUM

1 Intro - Hand It Down

JAY-Z, Memphis Bleek

Vol. 2... Hard Knock Life



Are You Man Enough? (Single Version)

Four Tops

Shaft In Africa (Soundtrack)

LH
TIDAL HiFi

What's New

TIDAL Rising

Playlists

Genres

Music Videos

Movies & Shows

My Music

Create New Playlist

< > SAMPLING: VOL. 2... HARD KNOCK LIFE

Sampling: Vol. 2... Hard Kn

Created by: TIDAL Tracks: 19 Time: 1:20:04

'Vol. 2... Hard Knock Life' is without question one of the most important al in JAY-Z's discography. It's filled with hit records that still resonate with fan today and also defines a pivotal moment in his career when he first becam multi-platinum rap superstar. Celebrate the 19th birthday of Hov's classic (September 29) with these album highlights paired with the songs they sampled, including the historic use of the 'Annie' movie's "It's A Hard-Kno Life" theme song for the title track.

Play

★ Favorite

Share

...

#	TITLE	ARTIST	ALBUM
1	Intro - Hand It Down	JAY-Z, Memphis Bleek	Vol. 2... Hard Knock Life
	Are You Man Enough? (Single Version)	Four Tops	Shaft In Africa (Soundtrack)
3	Hard Knock Life (Ghetto Anthem)	JAY-Z	Vol. 2... Hard Knock Life
4	Annie: It's the Hard-Knock Life	Andrea McArdle, Annie Ense...	Annie (Original Broadway Ca...
5	Nigga What, Nigga Who (Originator 99)	JAY-Z, Big Jaz	Vol. 2... Hard Knock Life
6	Sunshine	Earth, Wind & Fire	Gratitude
7	Cheers 2 U	Playa	Cheers 2 U
8	A Week Ago	JAY-Z, Too \$hort	Vol. 2... Hard Knock Life
9	Ballad for the Fallen Soldier	The Isley Brothers	Between the Sheets
10	Paper Chase	JAY-Z, Foxy Brown	Vol. 2... Hard Knock Life
11	Help Me Put Out The Flame (In My Heart)	Ernie Hines	The Complete Stax / Volt So...
12	Reservoir Dogs	JAY-Z, The Lox, Sauce Mon...	Vol. 2... Hard Knock Life
	Theme From Shaft (Album - Remastered)	Isaac Hayes	Shaft (Deluxe Edition)
14	It's Like That	JAY-Z, Kid Capri	Vol. 2... Hard Knock Life
15	Beggar Song	Wet Willie	Wet Willie
16	It's Alright	Memphis Bleek, JAY-Z	Vol. 2... Hard Knock Life

EXHIBIT C



HOME TITLE SUMMARY CHARTS MARKETING PICKUP SETS ARCHIVES ACCOUNT HELP

Title Report: National Sales

ADD TO SET

New Set

LOAD TO EXCEL

Title: 100% GINUWINE			
Artist: GINUWINE			
Format: Album			
Label: COL			
Release Date: 03/16/99			
Catalog: CAT:69598			
2019 YTD:	328		
2019 YTD Digital:	177		
Tracks	TW	268	
	RTD	510,074	
	YTD	4,111	
Weeks	Period	Rank	
Top 200	TW		
	LW		
	2W		

Release To Date Sales		
	Units	% TOT
Total:	2,013,498	
LP:	1,732	0
Cassette:	344,424	17
CD:	1,654,064	82
DVD:	0	0
Digital:	13,278	1

BUSINESS	
Album(000)	This Week
Total:	2,013
Chain:	1,732
Independent:	344
Mass Merch:	1,654
Non Traditional:	0
Digital:	13

Week Ending: 04/11/2019

Strata: All

Config: All

Weeks: 4

Display: % CHG

Strata: All Config: All	WK End 04/11/19	% CHG	RK	WK End 04/04/19	% CHG	RK	WK End 03/28/19	% CHG	RK	WK End 03/21/19	% CHG	RK
Total	10	-63		27	0		27	-13		31	0	
Store Strata												
Chain	1	0		1	0		1	0		1	-67	
Independent	0			0	-100		14	0		14	0	
Mass Merch	0			0			0			0		
Digital	8	-67		24	140		10	-38		16	33	
Non Traditional	1	-50		2	0		2			0	-100	
Internet/Mail Order/Venue	1	-50		2	0		2			0	-100	
Non Traditional Retail Outlets	0			0			0			0		
Geographic Region												
Northeast	0			0			0	-100		1		
Middle Atlantic	4	100		2			0			0	-100	
East North Central	1	-80		5	150		2	100		1	-50	
West North Central	0	-100		2	100		1	-50		2	100	
South Atlantic	4	-43		7	-67		21	162		8	-47	
South Central	1	-67		3	50		2	100		1	-75	
Mountain	0	-100		4	300		1	-50		2	0	
Pacific	0	-100		4			0	-100		16	167	
Geographic Place												
City	3	-70		10	-44		18	350		4	-82	
Suburb	4	-50		8	167		3	-50		6	0	
Rural	3	-67		9	50		6	-71		21	600	

EXHIBIT D

Joe Bennett Report dated September 8, 2019



PRIVILEGED AND CONFIDENTIAL

MUSICOLOGIST'S REPORT

8 September 2019

Re: Comparison of 'Help Me Put Out The Flame (In My Heart)' and 'Paper Chase' and 'Toe 2 Toe'

To whom it may concern:

I am instructed by representatives of Ernie Hines to comment on any similarities between the following audio recordings and compositions:

- **Help Me Put Out The Flame (In My Heart)** (from hereon, '**FLAME**'). Composed and recorded by Ernie Hines, and originally released as a single on Stax records in 1970. I am working from the recording taken from The Complete Stax/Volt Soul Singles, Vol. 2: 1968-1971. Release & registration date: August 31, 1993
- **Paper Chase** (from hereon, '**PAPER**'). Composed by Timothy Z Mosley and Shawn C Carter (aka Jay-Z). Recorded by Jay-Z feat. Foxy Brown; produced by Timbaland. Released on the Jay-Z album *Vol. 2... Hard Knock Life* in 1998.
- **Toe 2 Toe** (from hereon, '**TOE**'). Composed by Lumpkin/Mosley. Performed by Ginuwine (aka Elgin Baylor Lumpkin). Released on the Ginuwine album *100% Ginuwine* in 1999.

EXECUTIVE SUMMARY OF FINDINGS

- Part of the FLAME audio recording has been sampled in PAPER.
- Part of the FLAME composition has been copied in PAPER.
- Part of the FLAME audio recording has been sampled in TOE.
- Part of the FLAME composition has been copied in TOE.
- In both PAPER and TOE, the source of the copy is the guitar intro of FLAME (the FLAME RIFF), which forms part of the composition FLAME, and also the sound recording of FLAME.
- I have high technical confidence in my conclusions regarding the authenticity of the sample of the FLAME RIFF as it appears in PAPER and TOE.

JOE BENNETT MUSIC SERVICES

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Company number: 9505096

Professor Joe Bennett PhD BA NTF FHEA
info@joebennett.net | www.joebennett.net
Phone: +1 (857) 327 1159

Summary of findings and opinions (FLAME sampled/copied in PAPER)

- In my opinion, PAPER has sampled audio and compositional notes from FLAME. I have high confidence in this conclusion.
- I can detect 308 FLAME guitar samples in the 1998 version of PAPER.
- FLAME samples can be heard for approximately 84% of PAPER's runtime – 11 out of 13 8-bar sections.
- In my opinion, the guitar intro riff in FLAME would be instantly recognizable to anyone familiar with the song.
- In my opinion the FLAME RIFF is qualitatively distinctive, and, being an unaccompanied intro, could be considered a compositionally important and memorable part of FLAME.

Summary of findings and opinions (FLAME sampled/copied in TOE)

- In my opinion, TOE has sampled audio (and compositionally copied) from FLAME. I have high confidence in this conclusion.
- I can detect at least 44 FLAME guitar samples in the 1999 version of TOE.
- The FLAME sample appears throughout TOE – 100% of its runtime of 2m14s.
- The FLAME sample is played as a single note sample, followed by a 5-note sample (lasting one bar), followed by both of these samples again, sounding one half-step lower in pitch (lasting one bar). This 2-bar sequence makes up the guitar audio loop that cycles throughout TOE.
- In my opinion, the FLAME guitar riff would be instantly recognizable to anyone familiar with the song.
- In my opinion, the FLAME RIFF is qualitatively distinctive, and, being an unaccompanied intro, could be considered a very important and memorable part of the composition FLAME.

Methodology¹

Between February and July 2018 I was provided with audio files of FLAME and PAPER, as they were commercially released in 1993 (original vinyl 1970) and 1998 respectively. I imported these audio files into various software applications and converted them into industry standard AIFF files (audio interchange file format). This enabled me to 'zoom in' on particular sections of audio, to slow down the audio for detailed listening (time stretching), to view the audio files in graph form to isolate particular parts of the sound (spectrum analysis), and to see visual representations of the similarities/differences between the recordings (waveform analysis).

I also attempted to reverse-engineer Jay-Z's creative process by importing the FLAME RIFF into my own sampler and, through experimentation and sample manipulation, to test whether it was possible to use audio from FLAME to make a guitar part that sounded exactly like that of PAPER.

Finally, I was provided with a professionally-produced transcription of FLAME, which I understand to be the definitive updated version, as filed with the US Copyright Office.

Before beginning the analysis, I informed my clients that my analysis, inferences and findings would be objective and impartial.

Musical facts

- FLAME is performed at a tempo of 109.56 BPM (varies due to live band).
- PAPER is performed at a tempo of 90.08 BPM (fixed, due to computer-based tempo).
- TOE is performed at a tempo of 87.03 BPM (fixed, due to computer-based tempo).
- FLAME begins with a 3-bar guitar riff, played in the key of G minor, starting and ending on a note of G, and ending with a tremolando (fast-strummed) chord of G minor.
- PAPER is based on an 8-bar loop in the key of G minor, which repeats throughout 13 times, and features a guitar part in 11 of the 13 repeats.
- TOE is based on a 2-bar loop, based on one-bar guitar riff sounding in G minor, followed by the same one-bar guitar riff, sounding in F# minor (one half-step lower).

Context – the FLAME RIFF

It is alleged that PAPER and TOE may have sampled audio and copied melodic compositional elements from the opening three-bar guitar riff of FLAME (from hereon, the ‘**FLAME RIFF**’). The original 1970 guitar riff is shown below as music notation.

Fig. 1 – FLAME RIFF (1970)^{2 3}

The musical notation for the FLAME RIFF (1970) is presented in a 4/4 time signature, key of G minor (two flats), and tempo of 140 BPM. It features two staves: Vocal and Elec. Guitar. The guitar riff is highlighted in yellow. The riff consists of three bars: the first bar has a quarter rest on the downbeat followed by eighth notes G4, A4, Bb4, A4, G4; the second bar has eighth notes G4, A4, Bb4, A4, G4, F#4, E4, D4; the third bar has a quarter rest on the downbeat followed by eighth notes G4, A4, Bb4, A4, G4, F#4, E4, D4. The notation ends with a vocal line at 108 BPM with the lyrics '(1.) When - ev - er you kiss'.

² Technical note: the notation transcription assumes an 8th-note rest on the downbeat, which is how I subjectively hear Hines’s timing. However, FLAME’s intro contains no drum part, so it is impossible to tell how Hines intends the beat to fall compositionally. However, even if others disagree with my musical interpretation of Hines’s timing, the rhythmic note values are contextually accurate and, when sampled, the placement of the barline is not relevant – because samples can be triggered at any point in the bar.

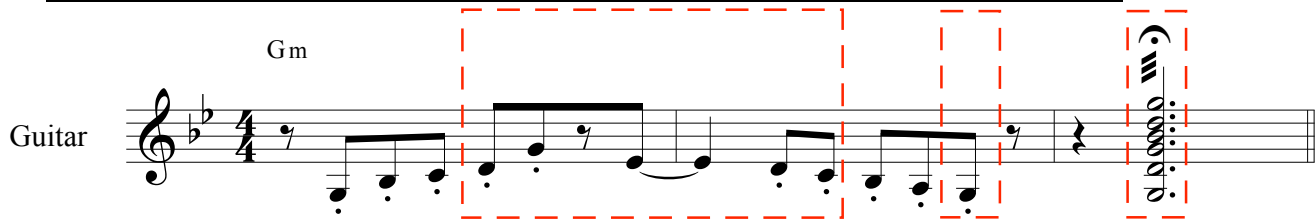
³ The notation shown here, with the guitar riff highlighted, is excerpted from the updated version that was provided to me by my clients, and which I understand to be the definitive/exhaustive transcription of FLAME, correcting previous errors and omissions.

The FLAME RIFF contains a musical allusion to the famous *Mysterioso Pizzicato* (aka the ‘movie villain’s theme’⁴), a melody that appeared first in 1914 and was common in silent film in the early 20th century (and is presumably non-copyright). However, Ernie Hines’s guitar part uses some different pitches and rhythmic values from MP, and should therefore be considered an original melody composed by Hines. In context, the FLAME RIFF serves as the guitar intro to FLAME (the composition), and in my opinion is independently recognizable by anyone familiar with FLAME.

On analyzing PAPER, it appears to contain many occurrences of three sections taken from the FLAME RIFF, described here in the order they appear in FLAME, and highlighted in the rectangles in **Fig. 2** below:

- MELODY: a five-note section from the middle of the riff consisting of the notes D-G-Eb-D-C
- NOTE: A single one-note sample of the last note of G (possibly the first note – they are the same note)
- CHORD: A sample of the final G minor chord with its distinctive tremolando (rapid strumming)

Fig. 2 – FLAME RIFF (1970) with MELODY, NOTE and CHORD highlighted



Context – elements of the FLAME RIFF as allegedly sampled (and compositionally copied) in PAPER

- PAPER is based on an 8-bar loop, broken into 4 similar sections of two bars each.
- The guitar part in PAPER repeats through most of the song, occasionally dropping out and then returning.
- PAPER's guitar part is heard as shown below in the notation **Fig. 3**. I have highlighted the usage of the three apparent FLAME samples as NOTE, MELODY and CHORD where I believe they occur.

⁴ https://en.wikipedia.org/wiki/Mysterioso_Pizzicato

Fig. 3 – PAPER guitar part (FLAME samples highlighted)

The musical score for the guitar part of PAPER is shown in two systems. The first system contains measures 1 through 4, and the second system contains measures 5 through 8. The score is written in 4/4 time with a key signature of two flats (B-flat major). The guitar part is primarily in the bass clef, with some chords in the treble clef. Red dashed boxes highlight specific musical elements identified as FLAME samples:

- NOTE:** Single notes in measures 1, 2, 3, 4, 5, 6, 7, and 8.
- MELODY:** Sequences of notes in measures 1, 2, 3, 4, 5, 6, 7, and 8.
- CHORD:** Chords in measures 5 and 8.

Musical commentary – FLAME and PAPER

- The pitches heard in the guitar part of PAPER sound identical to the pitches heard in FLAME.
- The rhythmic values of the MELODY section are, contextually, identical to those heard in FLAME.
- The voicing (i.e. notes played, in order) of the guitar chord in PAPER is identical to the voicing of the guitar chord in FLAME.

These elements lead me to believe that FLAME is the likely source of the musical material in PAPER's guitar part.

Fig. 4 – TOE guitar part (FLAME RIFF used as above – NOTE, CHORD and MELODY)**Musical commentary – FLAME and TOE**

In TOE, the extract of FLAME is used very similarly to the way it is used in PAPER. The three elements of NOTE, CHORD and MELODY are separately sampled/copied, the difference being that bar two includes the MELODY transposed down a half-step (a basic/ubiquitous feature of all samplers, then and now). Apart from that contextual difference, the usage of the FLAME sample in TOE is otherwise the same:

- The pitches heard in the guitar part of PAPER sound identical to the pitches heard in TOE (in bar 1, and a half-step lower in bar 2 of TOW).
- The rhythmic values of the MELODY section are, contextually, identical to those heard in FLAME.
- The voicing (i.e. notes played, in order) of the guitar chord in PAPER is identical to the voicing of the guitar chord in FLAME.

Likelihood of audio sampling as the method of copying

It is possible to copy musical ideas from a work without necessarily sampling the audio of the original recording. Therefore, even in cases where melodic elements sound the same, to identify whether audio sampling has occurred we must compare the tonal characteristics of the respective recordings – in this case, the distinctive electric guitar sounds in FLAME.

Using music software, I compared the guitar parts of FLAME with both PAPER and TOE, testing for the following characteristics:

- Decay envelope (the speed with which the ‘twang’ of the guitar dies away)
- Reverb context (the ambient echo in the background)
- Spectral qualities (the frequencies in the sound that give the guitar its distinctive tone)
- Noise (background tape hiss and related noise)
- Player style (Ernie Hines’s distinctive tremolando strumming in the CHORD)

In each case I found an exact match – that is, I could tell no difference in the sonic qualities of the two guitar parts in FLAME and PAPER.

Note: I have omitted waveform diagrams and spectrograms from this report because they may not be clear to the non-specialist reader, but I can provide these on request if needed.

Reverse engineered demo recording, recreating PAPER

As a final check, I attempted to use audio samples taken solely from FLAME to recreate the guitar part that is heard in PAPER, by importing FLAME into my own sampler, and aligning each sample from FLAME with its apparent occurrence in PAPER.

- Using only samples from FLAME, I was able to recreate an exact copy of PAPER's guitar part, which when played at the same time as PAPER, sounded identical (AUDIO EXAMPLE 3).
- Further, I was able to create an accurate backing track of PAPER using only a drum loop and audio sampled from FLAME (AUDIO EXAMPLE 4).

Audio examples

I have made various comparative audio files (including the reverse engineered demo recording). I have provided online access to these via a separate communication to my client.

- **AUDIO EXAMPLE 1: FLAME (1970).** Ernie Hines's original 1970 release in full.
- **AUDIO EXAMPLE 2: PAPER (1998).** Jay-Z's original 1998 release in full.
- **AUDIO EXAMPLE 3: Reverse engineered demo.** FLAME SAMPLE (left channel) overlaid on PAPER (right channel). FLAME riff added at start for context.
- **AUDIO EXAMPLE 4: PAPER guitar part** (with added drums). Recreated using only samples of FLAME + drums. FLAME riff added at start for context.
- **AUDIO EXAMPLE 5: PAPER guitar part** (no drums). Recreated only using samples of FLAME (begins with count-in)

The original recording of TOE is available online from streaming and download services, and on YouTube at <https://www.youtube.com/watch?v=PRIROlcJRIA>.

Likelihood of sampling

I have undertaken technical tests, visual analyses, reverse engineering tests and close listening (several thousand iterations in a studio and headphone environment).

- In my opinion PAPER contains three easily identifiable samples from the guitar part of FLAME – the MELODY, NOTE and CHORD.
- In my opinion TOE contains three easily identifiable samples from the guitar part of FLAME – the MELODY, NOTE and CHORD.
- I have extremely high confidence in this conclusion and I do not believe that any other method (than sampling from FLAME) could have been used to create the guitar part as it is heard throughout PAPER.

Extent of sampling/copying – FLAME and PAPER

- Each 8-bar loop in PAPER contains 28 triggered samples (20 instances of the NOTE, 6 of the MELODY and 2 of the CHORD) which, in my opinion, are almost certainly taken from FLAME.
- Therefore I estimate there to be 28 (samples) x 11 (sections) of FLAME in PAPER i.e. 308 individual samples.
- PAPER's 8-bar sequence repeats 13 times in total, of which 11 instances feature the sampled guitar part. We can therefore say that approximately 84% of PAPER contains audio samples of the FLAME RIFF.
- During sections where the guitar part drops out, a synthesiser is heard playing the same notes as were previously played by the guitar (and derived from FLAME). We might arguably say that all 13 sections of PAPER contain compositional melodic material derived from FLAME (i.e. 100%).

Extent of sampling/copying – FLAME and TOE

- I can detect at least 44 FLAME guitar samples in the 1999 version of TOE.
- The FLAME RIFF appears throughout TOE – 100% of its runtime of 2m14s.
- The FLAME RIFF is played as a single note sample, followed by a 5-note sample (lasting one bar), followed by both of these samples again, sounding one half-step lower in pitch (lasting one bar). This 2-bar sequence makes up the guitar audio loop that cycles throughout TOE.

Summary of findings and opinions (copied from page 2)

1. (FLAME sampled/copied in PAPER)

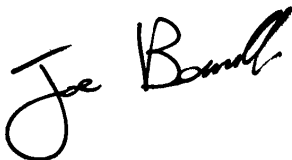
- In my opinion, PAPER has sampled audio and compositional notes from FLAME. I have high confidence in this conclusion.
- I can detect 308 FLAME guitar samples in the 1998 version of PAPER.
- FLAME samples can be heard for approximately 84% of PAPER's runtime – 11 out of 13 8-bar sections.
- In my opinion, the guitar intro riff in FLAME would be instantly recognizable to anyone familiar with the song.
- In my opinion the FLAME RIFF is qualitatively distinctive, and, being an unaccompanied intro, could be considered a very important and memorable part of the composition FLAME.

2. (FLAME sampled/copied in TOE)

- In my opinion, TOE has sampled audio (and compositionally copied) from FLAME. I have high confidence in this conclusion.
- I can detect at least 44 FLAME guitar samples in the 1999 version of TOE.
- The FLAME sample appears throughout TOE – 100% of its runtime of 2m14s.
- The FLAME sample is played as a single note sample, followed by a 5-note sample (lasting one bar), followed by both of these samples again, sounding one half-step lower in pitch (lasting one bar). This 2-bar sequence makes up the guitar audio loop that cycles throughout TOE.
- In my opinion, the FLAME guitar riff would be instantly recognizable to anyone familiar with the song.
- In my opinion, the FLAME RIFF is qualitatively distinctive, and, being an unaccompanied intro, could be considered a very important and memorable part of the composition FLAME.

Please contact me if you have any questions, or if further analysis or commentary is needed.

Best regards,

A handwritten signature in black ink, appearing to read "Joe Bennett". The signature is stylized with a large, looped "J" and a cursive "Bennett".

Prof Joe Bennett PhD

APPENDIX 1: Lay persons' comments and opinions

- The music streaming service TIDAL provides an online playlist featuring all of *Vol. 2... Hard Knock Life* and the songs from which it sampled. PAPER and FLAME both appear on this playlist, with FLAME credited as a sample source for PAPER.
<https://listen.tidal.com/playlist/a192bf80-57e2-4753-b09e-dac2cfa6de11>

Fig. 4 – screenshot of TIDAL online playlist crediting FLAME as the sample used in PAPER

#	TITLE	ARTIST	ALBUM	TIME
1	Intro - Hand It Down	JAY-Z, Memphis Bleek	Vol. 2... Hard Knock L...	2:56
2	Are You Man Enough? (Single Ver...	Four Tops	Shaft In Africa (Soun...	3:22
3	Hard Knock Life (Ghetto Anthem)	JAY-Z	Vol. 2... Hard Knock L...	3:58
4	Annie: It's the Hard-Knock Life	Andrea McArdle, Ann...	Annie (Original Broad...	2:21
5	Nigga What, Nigga Who (Originato...	JAY-Z, Big Jaz	Vol. 2... Hard Knock L...	3:53
6	Sunshine	Earth, Wind & Fire	Gratitude	4:17
7	Cheers 2 U	Playa	Cheers 2 U	5:11
8	A Week Ago	JAY-Z, Too \$hort	Vol. 2... Hard Knock L...	5:00
9	Ballad for the Fallen Soldier	The Isley Brothers	Between the Sheets	5:19
10	Paper Chase	JAY-Z, Foxy Brown	Vol. 2... Hard Knock L...	4:34
11	Help Me Put Out The Flame (In My...	Ernie Hines	The Complete Stax / ...	3:12
12	Reservoir Dogs	JAY-Z, The Lox, Sauc...	Vol. 2... Hard Knock L...	5:19
13	Theme From Shaft (Album - Rema...	Isaac Hayes	Shaft (Deluxe Edition)	4:39
14	It's Like That	JAY-Z, Kid Capri	Vol. 2... Hard Knock L...	3:45

The promotional text provided by TIDAL for this playlist reads as follows <my emphasis>;

“ ‘Vol. 2... Hard Knock Life’ is without question one of the most important albums in JAY-Z's discography. It's filled with hit records that still resonate with fans today and also defines a pivotal moment in his career when he first became a multi-platinum rap superstar. Celebrate the 19th birthday of Hov's classic (September 29) with these album highlights paired with the songs they sampled, including the historic use of the 'Annie' movie's "It's A Hard-Knock Life" theme song for the title track.”

- The website WhoSampled contains a page dedicated to PAPER which cites FLAME as the source of its sample. <https://www.whosampled.com/Jay-Z/Paper-Chase/>
- The same site also contains a page dedicated to FLAME which cites PAPER as using it. [https://www.whosampled.com/Ernie-Hines/Help-Me-Put-Out-the-Flame-\(In-My-Heart\)/](https://www.whosampled.com/Ernie-Hines/Help-Me-Put-Out-the-Flame-(In-My-Heart)/)

- The following website describes several samples used on the Jay-Z album ‘Vol. 2... Hard Knock Life’, and also cites PAPER as sampling FLAME.
<http://www.culturalfront.org/2016/03/jay-zs-vol-2hard-knock-life-sampling.html>

APPENDIX 2: FLAME – full transcription

(see next page) This is the definitive musical transcription of FLAME, as provided to me for analysis. The guitar riff, which represents the material that I believe has been copied, is highlighted in yellow, and can be found atop the first page.

Help Me Put Out The Flame (In My Heart)

Words & Music: Earnest L. Hines & Luval Wesby

Intro
♩ = 140

Vocal
Gm

Elec. Guitar
♩ = 108

(1.) When - ev - er you kiss...

Verse
Gm

[4][23][55] — me, I feel a burn-ing de - si - re. Yeah! — Like you took a match,

(Verses 2 & 3, see block lyrics)

C⁷ D⁷ Gm

[8][27][59] — girl — and set my soul on fi - re. Ooh, yeah... You got me

D C B^b C⁶ D

[12][31][63] run - ning a - round in cir - cles, got me so I don't e - ven know my name. — Some - bo - dy

Chorus
B^b Gm D⁷ Gm **To Coda** ♯

[16][35][67] tell me what can I — do? Uh huh. To put out the flame — in my heart.

C⁷ Gm

[20][39] — Help me put out the flame.

1. F 3 2. C⁹

(2.) When - ev - er I'm You know you've

Bridge

Gm C⁹ Gm C⁹

[42] got me un - der your spell. I don't know why I wish I could tell. Don't ev - en

Gm C⁹ Gm B^b

[46] know. day from night. Don't ev - en care if it's wrong or right.

C D B^b Gm F D.S. al Coda Φ (Verse 3)

[50] Yeah! (B.V.) Tell me what can I do. Whoa. (3.) When - ever - er you

Φ Coda

C⁹ B^b Gm D⁷

[71] — Some - bo - dy tell me what can I do to put out the flame

Fade

Gm C⁹ Gm C⁹

[75] in my heart. You've got me feel - ing like I've nev - er felt be - fore. And I

Gm C⁹ Gm

[79] know we're gon - na take more than H 2 O. So help me to put out

C⁹ Gm C⁹ Cont. sim. to fade

[82] the flame. I've got - ta have your love to put out this flame...

Verse 1

Whenever you kiss me I feel a burning desire (Yeah!)
Like you took a match, girl, and set my soul on fire (*Ooh yeah!*)
You got me running around in circles
Got me so I don't even know my name

Chorus

Somebody tell me, what can I do? (Uh huh!)
To put out the flame – in my heart
Help me put out the flame

Verse 2

Whenever I'm with you, time has no meaning
Like the world standing still, but left me here dreaming
Baby, you got me in a whirlwind
Sometimes I feel it's just a game

Chorus

Somebody tell me, what can I do? (Yeah!)
To put out the flame – in my heart
Help me put out the flame

Bridge

You know you've got me under your spell
I don't know why I wish I could tell
Don't even know day from night
Don't even care if it's wrong or right (Yeah!)

Verse 3

Whenever you leave me, I go out of my mind
It's like being in a tantrum, baby, *I've reached the pressure line (Yeah!)*
You know you've got me going out of my head
Sometimes I feel insane

Chorus

Somebody tell me, what can I do?
To put out the flame – in my heart
Somebody tell me, what can I do?
To put out the flame – in my heart
Help me put out the flame

Fade

You've got me feeling like I've never felt before
And I know it's going to take more than H2O
So help me to put out the flame
I've gotta have your love to put out this flame...

Summary Of Amendments (June 2019)

Guitar Intro

The **Guitar Intro** (measures 1–3), a unique and iconic part of this song, was omitted from the original transcription but has been added in this updated transcription.

Key

The original transcription was written out in the key of F minor. This has been corrected to G minor to match the recording.

Song Form

While it is customary to utilize repeat notation and other devices (such as Coda and Segno directions) to avoid unnecessary repetition and help to show where sections are near-identical repeats with alternate lyrics, the original transcription omitted to notate some unique sections (in addition to the **Guitar Intro** noted above). These have been added in this updated transcription and highlighted in yellow in the score:

Bridge	(measures 42–54)
Chorus 3	(this chorus is extended in the Coda: measures 71–74)
Fade	(measures 75–End)

Lyrics

A full set of lyrics, as they appear in the recorded song, are included on page 3. The following conventions were used to highlight any changes:

- Lyrics appear in green underlined if they were edited from how they appeared in the original transcription.
- Lyrics appear in *red italic* if they were added to correct omissions in the original transcription.



Qualifications and experience

Joe Bennett has been analysing and transcribing popular music for international publication since 1994. He has written more than 30 books, including transcription, teaching and reference works (published worldwide by Music Sales Group), and more than 300 articles for Total Guitar magazine and others, relating to classic songs, guitar techniques and songwriting. As a songwriter and composer his work is published by Music Sales Group, Misty Music and Rockschool Ltd. He is a writer member of PRS for Music and the British Academy of Composers and Songwriters, and an academic member of (and peer reviewer for) IASPM (the International Association for the Study of Popular Music).

As an academic (Professor of Popular Music at Bath Spa University UK and Vice President of Academic Affairs at Berklee USA) Joe's primary area of research expertise is the psychology of songwriting and similarity thresholds in popular songs. His PhD research (University of Surrey, UK) was entitled '*Constraint, Creativity, Copyright and Collaboration in Popular Songwriting Teams*' and it provided the world's first detailed systematic investigation into collaborative songwriters' creative processes. Joe was awarded a National Teaching Fellowship (NTF) in 2004 by the UK Higher Education Academy in recognition of his contribution to the teaching and learning of popular music. This award was used to fund research into the creative processes used by songwriters and culminated in Joe founding the UK Songwriting Festival. He is a Fellow of the Higher Education Academy.

As a forensic musicologist, Joe's past clients include Universal Music Publishing, Warner/Chappell Music Publishing, Adelphoi Music, Kassner Music Publishing, JWT, BBH, Loeb & Loeb LLP, Simpson & Marwick LLP, Michael Simkins LLP, Edwards Wildman Palmer LLP, Swan Turton LLP, Woo Kwan Lee and Lo (Hong Kong) and Van Straten solicitors, as well as many individual songwriters. Recent media interviews include The Daily Telegraph, NPR, The New York Times, The LA Times, BBC TV news, BBC TV The One Show, BBC Radio 4 Today Programme, MTV news, Discovery Channel, Rolling Stone, Newsweek and The Guardian.⁵ He is listed on the UK Music Publishers' Association's Register of Expert Witness Musicologists and the American Musicological Society's database of forensic musicologists.⁶

Recent peer-reviewed conference papers/publications:

- "Songwriting, Digital Audio Workstations, and the Internet". In *The Oxford Handbook of the Creative Process in Music*, edited by Nicholas Donin (Oxford University Press, in press, 2018).
- "Wrongful Appropriation and Copyrightability in Music Copyright". Joe Bennett and Wendy Gordon. *Works-in-Progress Intellectual Property (WIPIP) Colloquium*, Boston University School of Law, February 2017.
- "I Hate These Blurred Lines: The Intrinsic Test In Music Copyright Disputes". Joe Bennett and Wendy Gordon. The 11th Art of Record Production Conference, Aalborg University, Denmark, December 2016.
- "Where is creativity? Locating intellectual property in collaborative songwriting and production processes." In *International Association for the Study of Popular Music (IASPM) UK & Ireland*, University College Cork, 12-14 Sept 2014.
- "Who Writes the Songs? Creative Practice and Intellectual Property in Popular Music's Digital Production Chain." In *Creativity, Circulation and Copyright: Sonic and Visual Media in the Digital Age*, CRASSH Centre For Research In The Arts, Social Sciences And Humanities. Cambridge University 28-29 March 2014
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⁵ <http://www.theguardian.com/money/2015/jan/20/how-become-forensic-musicologist>

⁶ A more detailed academic CV with downloads can be found at <http://joebennett.net/academic-profile/>.